

SWAIN PAULA J
Form 4
January 08, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SWAIN PAULA J

(Last) (First) (Middle)

1801 AUGUSTINE CUT-OFF

(Street)

WILMINGTON, DE 19803

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
INCYTE CORP [INCY]

3. Date of Earliest Transaction
(Month/Day/Year)
01/04/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

EVP, Human Resources

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/04/2019		M	30,000	A	\$ 18.32	62,324 D
Common Stock	01/04/2019		S	30,000	D	\$ 70 (1)	32,324 D
Common Stock	01/07/2019		F	1,200 (2)	D	\$ 74.21	31,124 (3) D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 72.27	01/04/2019		A		22,772		<u>(4)</u>	01/03/2029	Common Stock
Employee Stock Option (right to buy)	\$ 72.27	01/04/2019		A		31,552		<u>(5)</u>	01/03/2029	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.32	01/04/2019		M		30,000		<u>(6)</u>	02/08/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWAIN PAULA J 1801 AUGUSTINE CUT-OFF WILMINGTON, DE 19803			EVP, Human Resources	

Signatures

/s/ Paula Swain 01/08/2019

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by reporting person.
- (2) Represents shares withheld automatically by the Issuer to satisfy tax withholding obligations due at settlement of restricted stock units previously reported in Table I as common stock.
- (3) This includes an aggregate of 5,416 shares of common stock issuable pursuant to previously reported restricted stock units that have not vested.
- (4) Beginning January 4, 2019, options become exercisable in 37 installments, with the first 25.00% vesting on July 2, 2019 and the remainder vesting monthly over three years.

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- (5) Beginning January 4, 2019, options become exercisable in full on January 4, 2023.
- (6) Beginning February 9, 2013, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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